

RECORDATION NO. 27321 <sup>A</sup> FILED

DEC 28 '07 -12 30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A LESTER

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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December 28, 2007

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of December 28, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement being filed with the Board under Recordation Number 27321.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Industries Leasing Company  
2525 Stemmons Freeway  
Dallas, Texas 75207

Assignee: TLP Rail Trust I  
by Wilmington Trust Company, not in its  
individual capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, DE 19890

Mr. Vernon A. Williams  
December 28, 2007  
Page 2

A description of the railroad equipment covered by the enclosed document  
is:

50 tank cars: TILX 196845 - TILX 196894.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$35.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

Memorandum of Assignment and Assumption Agreement dated as of December 28, 2007 by and between Trinity Industries Leasing Company, a Delaware corporation (the "Assignor") and TLP Rail Trust I, a Delaware statutory trust (the "Assignee").

**WITNESSETH:**

The undersigned have entered into that certain Assignment and Assumption Agreement (the "Assignment"), dated as of December 28, 2007, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor of that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

## **EXHIBIT A**

Fifty (50) units identified with marks TILX 196845 – TILX 196894 leased pursuant to Rider One (1) to that certain Railroad Car Lease Agreement dated June 1, 2007 between Trinity Industries Leasing Company and Central Indiana Ethanol, LLC.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: [Signature]  
Name: Jose Paredes  
Title: Assistant Vice President

**TRINITY INDUSTRIES LEASING COMPANY**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Executed on this 28<sup>th</sup> day of December, 2007

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

**TLP RAIL TRUST I**

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: \_\_\_\_\_

Name:

Title:

**TRINITY INDUSTRIES LEASING  
COMPANY**

By: Thomas J. Gardin

Name: Thomas J. Gardin

Title: Vice President

Executed on this \_\_\_\_ day of \_\_\_\_\_, 2007

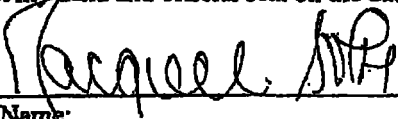
Executed on this 28<sup>th</sup> day of December, 2007

[Memorandum of Assignment and Assumption Agreement]

STATE OF DELAWARE     )  
                                      ) SS:  
COUNTY OF NEW CASTLE )

On this, the 28<sup>th</sup> day of December 2007, before a Notary Public in and for said County and State, personally appeared Jose Paredes, who being by me duly sworn, says that (s)he is the Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on December 28, 2007 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:  
Notary Public

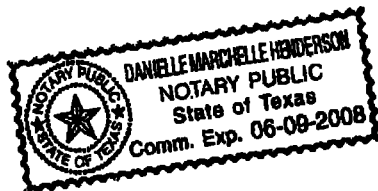
My Commission Expires:

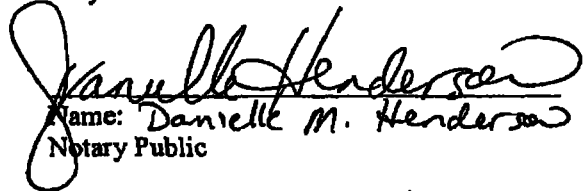
Residing in JACQUELINE SOLONE  
Notary Public - State of Delaware  
My Comm. Expires March 28, 2011

STATE OF TEXAS           )  
                                  ) SS:  
COUNTY OF DALLAS       )

On this, the 28<sup>th</sup> day of December 2007, before a Notary Public in and for said County and State, personally appeared Thomas C. Jardine who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that said instrument was signed on December 28, 2007 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



  
Name: Danielle M. Henderson  
Notary Public

My Commission Expires: 6/9/08  
Residing in Cedar Hill TX



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/28/07



\_\_\_\_\_  
Robert W. Alvord